

BY-LAWS
OF
ATLANTA LANDMARKS, INC.

ARTICLE 1

Offices and Agent

Section 1.1. Offices. The registered office shall be Suite 1020, 100 Colony Square, Atlanta, Georgia 30361. The Board of Trustees from time to time may change the address of the registered office and designate other offices within or without the State of Georgia. The registered office may be, but need not be, the principal office of the corporation.

Section 1.2. Registered Agent. The name of the initial registered agent at the registered office is Arnall T. Connell. The Board of Trustees from time to time may substitute another as registered agent.

Section 1.3. Branch Offices. Branch offices may be established within and without the State of Georgia as the Board of Trustees shall determine from time to time.

ARTICLE 2

Membership

Section 2.1. Structure of Membership. Any person may become a member of the corporation by making a membership donation to the corporation. The classes of membership in the corporation are as follows:

<u>Class</u>	<u>Membership Donation</u>
Student	\$5.00
General	\$10.00
Sustaining	\$25.00
Sponsoring	\$50.00
Charter	\$100.00
Patron	\$500.00
Benefactor	\$1,000.00

A membership donation will entitle the person to be a member for one year.

Section 2.2. Meetings of Members. Meetings of members, at such time and place within or without the State of Georgia as shall be designated in the notice of the meeting, may be called by the President. Annual meetings of the members may be held in the discretion of the Board of Trustees or if called by the President. Such meetings shall be called by the President at the request of any two trustees.

Section 2.3. Notice. Notice of any meeting may be given by placing an advertisement in the Atlanta Constitution, the Atlanta Journal, or other newspaper advertisement to be published once a week for four consecutive weeks preceding the week of the meeting. The notice, which need be no larger than three inches high and one column across, shall state the place and time of the meeting. A member, either before or after a members'

meeting, may waive notice of any meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance by a member at a members' meeting shall constitute waiver of notice of the meeting unless he attends for the express purpose of objecting to the notice. A member may not attend by proxy.

Section 2.4. Quorum. At any meeting of the members a quorum shall consist of the presence of twenty-five or more of the members. If a quorum is not present at any duly called meeting, a majority of the members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called. At a duly organized meeting, members present may continue to transact business until adjournment even though enough members withdraw to leave less than a quorum.

Section 2.5. Vote. No member shall be entitled to vote with regard to any question whatsoever.

ARTICLE 3

Trustees

Section 3.1. Election. The business and affairs of the corporation shall be managed by a Board of Trustees of not less than ten nor more than twenty-five members, none of whom need

be a resident of Georgia or a member of the corporation. The term of office of the initial trustees shall expire at the first annual meeting of the members. Following the initial term of office of the trustees, each trustee shall serve for a term of three years and until his successor shall have been elected and qualified.

Section 3.2. Vacancy. Any vacancy in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees, though less than a quorum. A trustee so elected shall serve for the unexpired term of his predecessor and until his successor is elected and qualified. Prior to the first annual meeting of the members after the Board of Trustees has determined to authorize memberships, the Board of Trustees shall have the power to elect new trustees up to the maximum of 25 Trustees in addition to the authority of the Board of Trustees to replace vacancies in the original roster of 15 Trustees. The term of office of the additional Trustees so elected shall be the same as the term of office of the original Trustees named in the Articles of Incorporation.

Section 3.3. Annual Meeting. As a matter of course and without notice the annual meeting of the Board of Trustees shall be held immediately after, and at the same place as, the annual meeting of the members. The outgoing Board of Trustees shall elect the full membership of the incoming Board of Trustees, and the incoming Board shall thereafter elect officers and transact any business brought before the meeting.

Section 3.4. Special Meetings. Special meetings of the Board of Trustees shall be held at such time and place, within or without the State of Georgia, as shall be designated in the notice of such meetings, and may be called by the President at any time, and shall be called by the President at the request of any three Trustees.

Section 3.5. Notice. Notice of a special meeting of the Board of Trustees shall be given by the President or the Secretary to each Trustee, not less than twenty-four hours before the time fixed for such meeting, by written notice delivered personally or mailed to each Trustee at either his business or residential address, or by telegram. If mailed, notice shall be deemed delivered when deposited in the United States mail, so addressed,

with postage prepaid. If notice is given by telegram, notice shall be deemed delivered when the telegram is delivered to the telegraph company. It shall not be necessary for notice or waivers of notice of any meeting of the Board of Trustees to state the purposes or objects or any business to be transacted at such meeting. A trustee, either before or after a special meeting of the Board of Trustees, may waive notice of such meeting and such waiver shall be deemed the equivalent of giving notice. Attendance of a trustee at any such meeting shall constitute a waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 3.6. Quorum. One-third of the trustees in office shall constitute a quorum for the transaction of any business by the Board of Trustees, but if less than one-third is present, a majority of the trustees present may adjourn the meeting from time to time without further notice. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called. The act of a majority of the trustees present at a meeting at which a quorum is present shall be necessary to transact any business.

Section 3.7. Powers. The Board of Trustees may exercise all powers of the corporation and do all lawful acts which are not

by statute, charter of this corporation or these by-laws directed or required to be exercised or done by the members.

Section 3.8. Honorary Trustees. The Board of Trustees may, by resolution adopted by the majority of the entire Board, designate an Honorary Board of Trustees to be composed of such persons as the Board of Trustees may from time to time appoint.

Section 3.9. Informal Action. Any action that may be taken at a meeting of the Board of Trustees may be taken without a meeting if written consent setting forth the action is signed by all trustees and is filed with the Secretary. Such consent shall have the same effect as a unanimous vote at a meeting of the Board of Trustees.

Section 3.10. Presumption of Assent. Any trustee present at a meeting of the Board of Trustees shall be presumed to have assented to any action taken at such meeting unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as secretary of the meeting at the meeting or immediately after the adjournment thereof. Such right to dissent shall not be available to a trustee who voted in favor of such action.

ARTICLE 4

Executive Committee

(a) The Board of Trustees may, by resolution adopted by

a majority of the entire Board, designate an Executive Committee to consist of the officers of the corporation who are members of the Board of Trustees. Each member of the Executive Committee shall hold office until the first meeting of the Board of Trustees after the annual meeting of members next following his election and until his successor member of the Executive Committee is elected, or until his death, resignation or removal, or until he shall cease to be a trustee.

(b) During the intervals between the meetings of the Board of Trustees, the Executive Committee may exercise all of the powers of the Board of Trustees in the management of the business affairs of the corporation, including all powers herein or in the articles of incorporation specifically granted to the Board of Trustees, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Trustees that by its terms shall not be subject to amendment or repeal by the Executive Committee; and the Executive Committee shall not have the authority of the Board of Trustees in reference to: (1) amending the articles of incorporation or by-laws of the corporation; (2) adopting a plan of merger or consolidation; (3) the sale, lease, exchange or other disposition of all or substantially all

the property and assets of the corporation unless authority is specifically given by the members and the Board of Trustees; or (4) a voluntary dissolution of the corporation or a revocation of any such voluntary dissolution.

(c) The Executive Committee shall meet from time to time on call of the President or of any two or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places, within or without the State of Georgia, as the Executive Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Executive Committee may fix its own rules of procedure, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Trustees at the next meeting thereof held after such proceedings have taken place, and all such proceedings shall be subject to revision or alteration by the Board of Trustees except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

(d) The Executive Committee shall act by majority vote of its members.

(e) The Board of Trustees, by resolution adopted in accordance with paragraph (a) of this section, may designate one

or more trustees as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

(f) The Board of Trustees shall have power at any time to remove any member of the Executive Committee, with or without cause, and to fill vacancies in and to dissolve such committee.

ARTICLE 5

Officers

Section 5.1. Selection, Compensation. The officers of the corporation shall be elected by the Board of Trustees at any annual or special meeting and shall serve at the pleasure of the Board. The Board shall have the authority to remove any officer whenever it so determines, with or without cause. Any office becoming vacant for any reason shall be filled by the Board of Trustees. The salary, if any, of each officer shall be fixed by the Board of Trustees. The compensation of all other employees shall be fixed and determined by the President, subject to the direction of the Board. Any payments made to an officer of the corporation such as salary, commission, bonus, interest, or rent, or entertainment expense incurred by him which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer

to the corporation to the full extent of such disallowance. It shall be the duty of the trustees, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the termination of the trustees, proportionate amounts may be withheld from his future compensation payments until the amount owed to the corporation has been recovered.

Section 5.2. Titles and Qualifications. The officers of the corporation shall be a President, a Vice President, a Treasurer, a Secretary and such additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Trustees may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.3. President. The President shall be the chief executive officer of the corporation, shall be a member of the Board of Trustees, shall preside at all meetings of the members and the Board of Trustees, shall have general supervision of the business, property and affairs of the corporation, and shall see that all orders and resolutions of the Board of Trustees are carried into effect. He shall execute on behalf of the corporation, and may affix or cause the seal to be affixed to, all instruments requiring such execution, including without limitation powers of attorney appointing individuals, partnerships or other corporations

agents of the corporation, except to the extent that the execution thereof shall be expressly delegated by the Board of Trustees to another officer or agent of the corporation.

Section 5.4. Vice President. In the absence or disability of the President, the Vice President shall have all the powers and shall perform all of the duties of the President. The Vice President shall be a member of the Board of Trustees. He shall also generally assist the President and exercise such other powers and perform such other duties as the President or the Board of Trustees shall from time to time prescribe. The Board of Trustees shall specify the order of seniority of Vice Presidents if there be more than one, and the duties and powers of the President shall descend to the Vice Presidents in such specified order of seniority.

Section 5.5. Treasurer. Subject to the direction of the President, the Treasurer shall have the custody of all corporate funds and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the corporation and shall, as often as requested by the Board of Trustees, prepare and certify proper statements of the financial condition of the corporation and an account of his transactions as Treasurer. The Treasurer shall deposit all monies and other valuable effects of the corporation in the name and to the credit of the corporation

in such depositories and shall disburse, or cause to be disbursed, the funds of the corporation as ordered by the President or Board of Trustees. The Treasurer shall be a member of the Board of Trustees.

Section 5.6. Secretary. The Secretary shall be a member of the Board of Trustees, shall attend all meetings of the Board of Trustees and of the members, and shall keep minutes of all such meetings. The Secretary shall also give, or cause to be given, notices as directed by the President of all special meetings of the Board of Trustees and meetings of the members. The Secretary shall have charge of the seal of the corporation and of the corporate books, and shall attest all instruments in writing to which the seal of the corporation must be affixed.

Section 5.7. Assistant Secretary, Assistant Treasurer. The Assistant Secretary shall have such powers of the Secretary, and the Assistant Treasurer shall have such powers of the Treasurer, as from time to time shall be assigned to each by the Board of Trustees.

Section 5.8. Delegation of Duties. Whenever for any reason, including without limitation absence of an officer, the Board of Trustees may deem it desirable, the trustees may delegate the powers and duties of an officer to any other officer or officers or to any trustee or trustees.

ARTICLE 6

Special Corporate Acts

Section 6.1. Execution of Instruments. Contracts, deeds, documents and instruments shall, unless otherwise directed by the Board of Trustees, be signed in the name and on behalf of the corporation by the President, or, in his absence or disability, by the Vice President; and the seal of the corporation shall be affixed thereto and attested by the Secretary or Assistant Secretary.

Section 6.2. Checks and Notes. Checks, notes, drafts and demands for money shall be signed by the officer or officers from time to time designated by the Board of Trustees.

Section 6.3. Voting Shares in Subsidiaries. In the absence of other arrangements by the Board of Trustees, shares of stock issued by another corporation and owned or controlled by this corporation may be voted by the President of this corporation, or in his absence or disability by the Vice President, or in his absence or disability by such other person as the President shall by duly executed proxy so designate.

Section 6.4. Interested Trustees. No contract or transaction between this corporation and any other corporation and no act of this corporation with relation to any other corporation shall, in the absence of bad faith, be invalidated or otherwise

affected by the fact that one or more of the trustees of this corporation are pecuniarily or otherwise interested in, or are trustees, directors or officers of, such other corporation. Any trustee of this corporation may vote upon any contract or transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a trustee, director or officer of such subsidiary or affiliated corporation. Any trustee of this corporation individually, or any firm or association of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation; provided, the fact that he individually or as a member of such firm or association is such a party or is so interested shall be disclosed or shall have been known to a majority of trustees voting upon such contract or transaction; and, in any case described in this paragraph, any such interested trustee may be counted in determining the existence of a quorum at any meeting of the Board of Trustees which shall authorize any such contract or transaction.

ARTICLE 7

Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of each year and end on the last day of each year.

Section 7.2. Seal. The corporate seal of the corporation shall be in the following form, to-wit:

and the seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

ARTICLE 8

Amendments

The by-laws of the corporation may be altered or amended and new by-laws may be adopted by a vote of a majority of Trustees in office at any regular or special meeting of the Board of Trustees; provided, however, that notice of the general nature of the proposed change in the by-laws shall have been given in the notice of meeting.